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Reorganized Debtors

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND ETKIN MANAGEMENT LLC, AS AGENT FOR 1401 TROY
ASSOCIATES LIMITED PARTNERSHIP, COMPROMISING AND
ALLOWING PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 19089

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), and Etkin Management LLC, as Agent for 1401 Troy Associates Limited Partnership, (the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Etkin Management LLC, As Agent For 1401 Troy Associates Limited Partnership, Compromising And Allowing Proof Of Administrative Expense Claim Number 19089 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems, LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 15, 2009, the Claimants filed proof of administrative expense claim number 19089 against Delphi. The claim asserts an administrative expense priority claim in the amount of \$263,342.03 for alleged damages occurring in connection with a certain leased premises (the "Claim").

WHEREAS, on October 6, 2009 (the "Effective Date"), the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the

consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").

WHEREAS, on February 11, 2010, the Claimants filed the Response Of Etkin Management LLC, As Agent For 1401 Troy Associates Limited Partnership, In Opposition To Reorganized Debtors' Objection To Proof Of Claim Number 19089 Included In Reorganized Debtors' Forty-Third Omnibus Claims Objection (Docket No. 19418) (the "Response").

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimants entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimants agreed that the Claim should be allowed as an administrative expense priority claim in the amount of \$147,500.00 against DPH-DAS LLC.

NOW, THEREFORE, the Reorganized Debtors and Claimants stipulate and agree as follows:

1. The Claim is allowed in the amount of \$147,500.00 (the "Allowed Claim") and shall be treated as an administrative expense priority claim against DPH-DAS LLC and paid as an administrative expense priority claim in accordance with the terms of the Modified Plan and this Stipulation.

2. Both (a) the Forty-Third Omnibus Claims Objection with respect to the Claim and (b) the Response are hereby deemed withdrawn with prejudice.

3. DPH-DAS LLC shall pay the Allowed Claim in full and final satisfaction of the Claim within 60 days of the Court entering this Stipulation. Such payment will be remitted by check payable to "Etkin Management LLC" and will be timely delivered to its counsel, as follows:

Honigman Miller Schwartz and Cohn LLP
Attention: E. Todd Sable
660 Woodward Avenue
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4. Nothing herein shall be construed as an admission of liability on behalf of the Reorganized Debtors or Debtors with respect to any portion of the Claim.

5. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 18th day of October, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

[Stipulation of counsel appear on Page 5]

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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